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#### AMENDMENT TO THE CLAIMS

#### Format of Claim Amendments

Applicant has amended the claims as indicated below. Pursuant to the revised format to 37 C.F.R. 1.121 which is planned to be officially adopted by the USPTO in July of 2003, and which in now permitted by the office pursuant to the USPTO's release of January 31, 2003, Applicants herein submit only one version of the claims with markings to show changes. A detailed listing of all claims that are, or were in the application, are presented.

#### Statement with Respect to Scope of Amended and Non-Amended Claims

Amendments to, cancellation of, and additions to, the claims are made in order to streamline prosecution of the case to embodiments that are presently anticipated to be of commercial significance, and are not made for a purpose of patentability. Any amendment, cancellation or addition made herein should not be construed in any manner as indicating Applicants' surrender of any subject matter of the application, or surrender of any equivalent to any element asserted in one or more claims. Applicants do not concede that the scope of the claims set forth below fail to extend as far as the original claims. Furthermore, any narrowing which may be evinced with respect to subject matter covered by the claims as a whole, or by one or more claims of the appended claims, when compared to claims previously in the application, should not be interpreted as indicating that the Applicants have generally disclaimed the territory between the original claimed subject matter and the amended claimed subject matter. Applicants intend each term of the claims set forth below to be read with respect to the fullbreadth of the language of the claims and not to be confined to a strict literal read of amended terms. Amended claims elements are to be construed to include substantial equivalents known to those of ordinary skill in the art. Applicants assert that the amendments are made without prejudice and reserve all rights to prosecute any canceled claims, and claims preceding any amendment, and other disclosed (but not presently claimed) embodiments in the application, in future continuation applications, divisional applications, continuation-in-part applications,

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continuing prosecution applications, requests for continuing examination, re-examination applications and any other application claiming priority from or through the present application.

COMPLETE LIST OF CLAIMS THAT ARE OR HAVE BEEN BEFORE THE OFFICE AFTER ENTRANCE OF THE AMENDMENTS MADE HEREIN (See next page)

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### (CURRENTLY AMENDED) A compound of Formula (1):

or a pharmaccutically acceptable salt thereof, wherein:

A is O or S;

Q is -NR1R2;

R<sup>1</sup> is selected from: H and C<sub>1</sub>-C<sub>6</sub> alkyl; R<sup>2</sup> R<sup>2</sup> is independently selected from H and C<sub>1</sub>-C<sub>6</sub>  $C_1$ -C<sub>6</sub> alkyl;

R3 is -(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-S-(CR<sup>7</sup>R<sup>7</sup>a)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-O-(CR<sup>7</sup>R<sup>7</sup>a)<sub>m</sub>-R<sup>4</sup>,

(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-N(R<sup>7</sup>b)-(CR<sup>7</sup>R<sup>7</sup>a)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-S(-O)-(CR<sup>7</sup>R<sup>7</sup>a)<sub>m</sub>-R<sup>4</sup>,

(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-S(-O)-(CR<sup>7</sup>R<sup>7</sup>a)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-C(-O)-(CR<sup>7</sup>R<sup>7</sup>a)<sub>m</sub>-R<sup>4</sup>,

(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-C(-O)-(CR<sup>7</sup>R<sup>7</sup>a)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-C(-O)N(R<sup>7</sup>b)-(CR<sup>7</sup>R<sup>7</sup>a)<sub>m</sub>-R<sup>4</sup>,

-(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-N(R<sup>7</sup>b)S(-O)2-(CR<sup>7</sup>R<sup>7</sup>a)<sub>m</sub>-R<sup>4</sup>, or

-(CR<sup>7</sup>R<sup>7</sup>a)<sub>n</sub>-S(-O)2N(R<sup>7</sup>b)-(CR<sup>7</sup>R<sup>7</sup>a)<sub>m</sub>-R<sup>4</sup>;

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

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R<sup>3a</sup> is H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>2</sub>-C<sub>4</sub> alkenyl or C<sub>2</sub>-C<sub>4</sub> alkenyloxy;

R4 is H. OH. OK 14a.

C1-C6 alkyl substituted with 0-3 R4a,

C2-C6 alkenyl substituted with 0-3 R4a,

C2-C6 alkynyl substituted with 0-3 R/1a,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

R4a, at each occurrence, is independently selected from H, F, Cl, Br, I, CF3,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2,

NR<sup>15</sup>R<sup>16</sup>, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CH3,

C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl,

C1-C4 haloalkoxy, and C1-C4 haloalkyl-S-;

R5 is H, OR 14;

C1-C6 alkyl substituted with 0-3 R5b;

C1-C6 alkowy substituted with 0-3 R5b;

C2-C6 alkenyl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0-3 R<sup>5b</sup>:

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

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5 to 10 membered heterocycle containing 1 to 4 heterostoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R5c;

R5a is H, OH, C1-C4 alkyl, C1-C4 alkoxy, C2-C4 alkenyl, or C2-C4 alkenyloxy;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, C<sub>1</sub>-C<sub>6</sub> alkyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br, I, -O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R5c, at each occurrence, is independently selected from II, OII, Cl, F, Br, I, CN, NO2,

NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(-0)<sub>2</sub>CH<sub>3</sub>,

C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl,

C1-C4 haloalkoxy, and C1-C4 haloalkyl-S-;

R6 is H:

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>6a</sup>;

C3-C10 carbocycle substituted with 0-3 R6b; or

C6-C10 aryl substituted with 0-3 R6b;

R<sup>62</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, τΟ, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, aryl or CF<sub>3</sub>;

R<sup>5b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>7</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

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R<sup>78</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R7b is independently selected from H and C1 C4 alkyl;

Ring B is a 7 membered lactam or thiolactam,

wherein the lactum is 2-oxo-azepinyl or thiolactam is 2-thioxo azepinyl; wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R<sup>11</sup>; provided two R<sup>11</sup> substituents are present on adjacent atoms and are combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R<sup>13</sup>:

and,

wherein the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and  $-N(R^{10})$ :

R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>,

 $S(=0)_2NR^{18}R^{19}$ ,  $S(=0)_2R^{17}$ ,

C1-C6 alkyl optionally substituted with 0-3 R<sup>10a</sup>;

C6-C10 aryl substituted with 0-4 R 10b;

C3-C10 carbocycle substituted with 0-3 R10b; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 k10b;

R<sup>10a</sup>, at each occurrence, is independently selected from IL C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =0, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or anyl substituted with 0-4 R<sup>10b</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from II, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCII<sub>3</sub>, S(-O)CII<sub>3</sub>, S(-O)<sub>2</sub>CII<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, S;

R<sup>11</sup>, at each occurrence, is independently selected from

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H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or
5 to 10 membered heterocycle containing 1 to 4 heteroalous selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =0, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>; phenyl substituted with 0-3 R<sup>11b</sup>; C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>11b</sup>; and

5 to 6 membered heterocycle containing 1 to 4 heteroatums selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R11b;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCII<sub>3</sub>, S(=0)CH<sub>3</sub>, S(-0)<sub>2</sub>CH<sub>3</sub>.

C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl.

C<sub>1</sub>-C<sub>4</sub> haloalkoxy, and C<sub>1</sub>-C<sub>4</sub> haloalkyl-S-;

#### Z is H;

C1-C8 alkyl substituted with 1-3 R<sup>12</sup>;
C2-C4 alkenyl substituted with 1-3 R<sup>12</sup>;
C2-C4 alkynyl substituted with 1-3 R<sup>12</sup>;
C1-C8 alkyl substituted with 0-3 R<sup>12a</sup>;
C2-C4 alkenyl substituted with 0-3 R<sup>12a</sup>;
C2-C4 alkynyl substituted with 0-3 R<sup>12a</sup>;
C2-C4 alkynyl substituted with 0-3 R<sup>12a</sup>;
C6-C10 aryl substituted with 0-4 R<sup>12b</sup>;
C3-C10 carbocycle substituted with 0-4 R<sup>12b</sup>; or

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- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b;
- R12, at each occurrence, is independently selected from

C6-C10 aryl substituted with 0 4 R12b;

C3-C10 carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b.

R12a, at each occurrence, is independently selected from

II, OH, CI, F, Br, I, CN, NO2, NR15R16, -C(=0)NR15R16, CF3, acetyl, SCH3,

S(-O)CH3, S(=O)2CH3,

C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl,

C1-C4 haloalkoxy, or C1-C4 haloalkyl-S-;

R12b, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO2, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, auetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)2CH<sub>3</sub>.

C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl,

C1-C4 haloalkoxy, and C1-C4 haloalkyl-S-;

R<sup>13</sup>, at each occurrence, is independently selected from

H, OH, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2, NR15R16, and CF3:

R 14 is H, phenyl, benzyl, C1-C6 alkyl, C2-C6 alkoxyalkyl, or C3-C6 cycloalkyl;

R<sup>14a</sup> is H, phenyl, benzyl, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C1-C6 alkyl, benzyl, phenethyl, (C1 C6 alkyl) C(-O), and (C1-C6 alkyl)-S(=O)2-;

R<sup>16</sup>, at each occurrence, is independently selected from

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H, OH,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(-O)-, and  $(C_1$ - $C_6$  alkyl)  $S(=O)_2$ -;

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 K<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, ethyl, propyl, hutyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R18, at each occurrence, is independently selected from H, C1-C6 alkyl, phenyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(-O)2-; and

R<sup>19</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, henzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(-O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(-O)<sub>2</sub>-;

provided, when R<sup>13</sup> is H, then Z is H;

C4-C8 alkyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkenyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkynyl substituted with 1-3 R<sup>12</sup>;

C1-C8 alkyl substituted with 0-3 R12a,

 $C_2$ - $C_4$  afkernyl substituted with 0-3  $R^{12a}$ ; or

C2-C4 alkynyl substituted with 0-3 R12a.

2. (PREVIOUSLY AMENDED) A compound, according to Claim 1, of Formula (Ia):

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or a pharmaceutically acceptable salt thecoof, wherein:

Z is H;

 $C_1$ - $C_8$  alkyl substituted with 0-3  $R^{12a}$ ;

C2-C4 alkenyl substituted with 0-3 R12a, or

 $C_2$ - $C_4$  alkynyl substituted with 0-3  $R^{12a}$ .

## 3. (PREVIOUSLY AMENDED) A compound according to Claim 2 of Formula (Ia)

or a pharmacentically acceptable salt thereof, wherein:

$$R^3$$
 is  $(CR^7R^{7a})_{m}-R^4$ ,  
 $-(CR^7R^{7a})_{m}-S-(CR^7R^{7a})_{m}-R^4$ ,  
 $-(CR^7R^{7a})_{m}-O-(CR^7R^{7a})_{m}-R^4$ , or  
 $-(CR^7R^{7a})_{m}-N(R^{7b})-(CR^7R^{7a})_{m}-R^4$ ;

n is 0, 1, or 2;

m is 0, 1, or 2;

 $R^{3a}$  is H. OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten 1 yl;

R1 is H, OH, OR 142,

C1-C6 alkyl substituted with 0 3 R<sup>4a</sup>, C2-C6 alkenyl substituted with 0-3 R<sup>4a</sup>,

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C2 C6 alkynyl substituted with 0-3 R4a,

C3-C10 carbocycle substituted with 0-3 R4b,

 $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>.

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4h</sup>:

R<sup>4b</sup>, at each occurrence, is independently selected from II, OII, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R5 is H, OR 14;

C1-C6 alkyl substituted with 0-3 R5b;

C1-C6 alkoxy substituted with 0-3 R5b;

C2-C6 alkenyl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0-3 R5b;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5a</sup> is II or C<sub>1</sub>-C<sub>4</sub> alkyl;

 $R^{50}$ , at each occurrence, is independently selected from: H, C1-C6 alkyl, CF3, OR $^{14}$ , C1, F, Br, I, =0, CN, NO2, NR $^{15}$ R $^{16}$ ;

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C3-C10 carbocycle substituted with 0-3 R5c;

CG-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R5c.

R5c, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)2CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy,

Rh is H, methyl, or ethyl;

R7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, CF3, phenyl and C1-C4 alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

 $\mathbb{R}^{7b}$  is independently selected from II, methyl, cthyl, propyl, and butyl;

Ring B is selected from

 $R^{10}$  is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>,

 $S(-0)_2NR^{18}R^{19}$ ,  $S(-0)_2R^{17}$ ;  $C_1-C_6$  alkyl optionally substituted with 0-2  $R^{10a}$ ;

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C6-C10 aryl substituted with 0 4 R<sup>10b</sup>;

 $C_3$ - $C_{10}$  carbocycle substituted with 0-3  $R^{10b}$ ; or

- 5 to 10 membered beterocycle containing 1 to 4 hotoroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R10b;
- R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, -O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phonyl substituted with 0-4 R<sup>10b</sup>;
- R10b, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy, C1, F, Br, I, CN, NO2, NR<sup>15</sup>R<sup>16</sup>, or CF3;
- R11, at each occurrence, is independently selected from

H,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{18}R^{19}$ ,  $C(=O)R^{17}$ ,  $C(=O)OR^{17}$ ,

C(=O)NR<sup>18</sup>R<sup>19</sup>, S(-O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

C1-C6 alkyl optionally substituted with 0-3 R11a;

C6-C10 aryl substituted with 0-3 R11b;

C3-C10 carbocycle substituted with 0-3 R<sup>11b</sup>; or

- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;
- R<sup>11a</sup>, at each occurrence, is independently selected from H, C1-C6 alkyl, OR<sup>14</sup>, C1, F, Br, I, =0, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;
- R11b, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

2 is H:

C1-C6 alkyl substituted with 0-3 R12a;

C2-C4 alkenyl substituted with 0-3 R12a; or

C2-C4 alkynyl substituted with 0-3 R12a;

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- R12a, at each occurrence, is independently selected from H, OH, Cl, F, Br, L CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;
- R13, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2, NR15R16, and CF3;

R<sup>14</sup> is H. phonyl, benzyl, C1-C6 alkyl, or C2-C6 alkoxyalkyl;

R14a is H, phenyl, henzyl, methyl, cthyl, propyl, or butyl;

- R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, henzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-,
- R16, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-;
- R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;
- R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Ar, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> baloalkyl;
- R<sup>18</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=0)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=0)<sub>2</sub>-; and
- R<sup>19</sup>, at each occurrence, is independently selected from II, OII, C<sub>1</sub>-C<sub>6</sub> alkyl, phonyl, bonzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl) C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-.

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## 4. (PREVIOUSLY AMENDED) A compound according to Claim 3 of Formula (Ia)

or a pharmaceutically acceptable salt thereof, wherein:

 $R^3$  is -(CHR<sup>7</sup>)n-R<sup>4</sup>,

n is 0 or 1;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H. OII, OR14a,

C1-C4 alkyl substituted with 0-2 R42,

C2-C4 alkenyl substituted with 0-2 R4a,

C2 C4 alkynyl substituted with 0-1 R4a,

C3-C6 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b:

R<sup>4a</sup>, at each occurrence, is independently selected from II, F, Cl, Br, I, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

phenyl substituted with 0-3 R<sup>4b</sup>, or

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5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub> C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is H, OR 14;

C1-C4 alkyl substituted with 0-3 R<sup>5b</sup>; C2-C4 alkenyl substituted with 0-3 R<sup>5b</sup>; C2-C4 alkynyl substituted with 0-3 R<sup>5b</sup>;

R5a is H, methyl, ethyl, propyl, or butyl;

R5b, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF3, OR<sup>14</sup>, Cl, F, Br, I, =0;

C3 C6 carbocycle substituted with 0-3 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,

oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0
3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)2CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R6 is H:

R7, at each occurrence, is independently selected from H, F, CF3, methyl, and ethyl;

Ring B is selected from

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 $R^{10}$  is H, C(=0) $R^{17}$ , C(=0) $OR^{17}$ ;

C1-C4 alkyl optionally substituted with 0-1 R<sup>10a</sup>;

phenyl substituted with 0-4 R 10b;

C3-C6 carbocycle substituted with 0-3 K10b; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R 10b.

 $R^{10a}$  is selected from H,  $C_1$ - $C_3$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN, NO<sub>2</sub>,  $NR^{15}R^{16}$ ,  $CF_3$ , or phonyl substituted with 0.4  $R^{10b}$ ;

R10b, at each occurrence, is independently selected from H, OH, C1-C4 alkyl, C1 C3 alkoxy, C1, F, Br, L, CN, NO2, NR15R16, or CF3;

R<sup>11</sup> is selected from

H,  $C_1$ - $C_4$  alkoxy,  $C_1$ ,  $F_1$ ,  $NR^{18}R^{19}$ ,  $C_2$ - $O_3$ ) $R^{17}$ ,  $C_4$ - $O_4$ ) $C_4$ - $C_4$ - $C_5$ 0,  $C_5$ 0,  $C_5$ 0,  $C_6$ 0,  $C_6$ 0,  $C_7$ 1,  $C_7$ 1,  $C_7$ 2,  $C_7$ 2,

C1-C6 alkyl optionally substituted with 0-3 R11a;

C6-C10 aryl substituted with 0-3 R11b;

C3-C6 carbocycle substituted with 0-3 R11b; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitragen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R11b;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

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R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF3, C1-C4 alkyl, C1-C3 alkoxy, C1 C2 haloalkyl, and C1-C2 haloalkoxy,

#### Z is H;

;

 $C_1\text{-}C_4$  alkyl substituted with 0-3  $R^{12a}$ ;

C2-C4 alkenyl substituted with 0-3 R12a; or

C2-C4 alkynyl substituted with 0-3 R12a;

R 12a, at each occurrence, is independently selected from

H, OH, Cl, F, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CII3, C1-C4 alkyl,

C1-C3 alkoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from

H, OH, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2,  $NR^{15}R^{16}$ , and CF3;

R14 is H. phenyl, benzyl, C1-C4 alkyl, or C2-C4 alkoxyalkyl;

R15, at each occurrence, is independently selected from H, C1-C4 alkyl, benzyl, phenethyl, (C1-C4 alkyl)-C(=0)-, and (C1-C4 alkyl)-S(=0)2-;

R16, at each occurrence, is independently selected from

H, OII, C1-C4 alkyl, benzyl, phenethyl,

(C1-C4 alkyl)-C(=O)-, and (C1-C4 alkyl)-S(=O)2-;

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, ethoxyethyl, ethoxyethyl, phenyl substituted by 0-3 K<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

R<sup>17a</sup> is H, methyl, methyxy, -OH, F, Cl, CF3, or OCF3;

R18, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phonyl, benzyl, and phenethyl; and

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R19, at each occurrence, is independently selected from H, methyl, and ethyl.

#### 5. (Canceled)

6. (Previously Amended) A compound according to Claim 4 of Formula (Ic):

$$H_2N$$
 $R^5$ 
 $H_2N$ 
 $R^5$ 
 $R^{13}$ 
 $R^{13}$ 
 $R^{13}$ 

or a pharmaceutically acceptable salt thereof wherein

 $R^3$  is  $R^4$ .

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup> is selected from

H, F, CF3,

C3-C6 carbocycle substituted with 0-3 R<sup>4b</sup>, phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pryridinyl,

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pyrimidinyl, triazinyl, furanyl, thicnyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from II, OH, Cl. F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)2CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub> C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

#### R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl, CF3, OR<sup>14</sup>, -O; C3-C6 carbocycle substituted with 0-2 R<sup>5c</sup>; phonyl substituted with 0 3 R<sup>5c</sup>; or

- 5 to 6 membered heterocycle containing 1 to 4 heternations selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R50; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thionyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R5C, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)2CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

#### R<sup>11</sup> is selected from

H\_NR18R19\_CF3;

C1-C4 alkyl optionally substituted with 0-1 R11a;

phenyl substituted with 0-3 R11b;

C3-C6 carbonyule substituted with 0-3 R11b; and

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R 11b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

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pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- R11a is selected from H, C1-C4 alkyl, OR14, F, =0, NR15R16, CF3, or phenyl substituted with 0-3 R11b;
- R11b, at each occurrence, is independently selected from H, OH, Cl, F, NR15R16, CF3, methyl, ethyl, propyl, hutyl, methoxy, ethoxy, propoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;
- Z is H:

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>; C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

- R<sup>12a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)2CH<sub>3</sub>, methyl, ethyl, propyl, hutyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from H. OII, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF3;
- R14 is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R<sup>16</sup>, at each occurrence, is independently selected from

  H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(-O)-, ethyl-C(=O)-,
  methyl-S(=O)2-, and ethyl-S(=O)2-;
- R<sup>18</sup>, at each occurrence, is independently selected from II, methyl, cthyl, propyl, butyl, phonyl, benzyl, and phenethyl; and
- $\mathbb{R}^{19}$ , at each occurrence, is independently selected from

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II, methyl, and ethyl.

#### 7, - 9 (Canceled)

10. (Currently Amended) A compound, according to Claim 6, wherein:

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R3 is -CH3, CH2CH3, -CH2CH2CH3, -CH2CH2CH2CH3,
   -CH(CH3)2, -CH(CH3)CH2CH3, -CH2CH(CH3)2.
   -CH2CF3, -CH2CH2CF3, -CH2CH2CII2CF3,
   -CH=CH2, -CH2CH-CH2, -CH2C(CH3)=CH2.
   -CH2CH2CH=CH2,
   cis-CH2CH-CH(CH3),
   trans-CH2CH-CH(CH3),
   -C=CH, \underline{\text{-CH}_2\text{C=CH.-CH}_2\text{C=C}(\text{CH}_3)} -CH2COCH, \underline{\text{-CH}_2\text{COCH.-CH}_2\text{CHC}(\text{CH}_3)},
   cyclopropyl-CH2-, cyclobutyl-CH2-, cyclopentyl-CH2-, cyclohexyl-CH2-, cyclopropyl
    CII2CH2-.
    cyclobutyl CH2CH2-, cyclopentyl-CH2CH2-,
    cyclohexyl CH2CH2-, phenyl-CH2-,
    (2 F-phenyl)CH2-, (3-F-phenyl)CH2-, (4-F-phenyl)CII2-,
    (2-Cl-phenyl)CH2-, (3-Cl-phenyl)CH2-, (4-Cl-phenyl)CH2-,
    (2,3-diF-phenyl)CH2-, (2,4-diF-phenyl)CII2-.
    (2,5-diF-phenyl)CH2-, (2,6-diF-phenyl)CH2-,
    (3,4-diF-phenyl)CII<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>,
    (2,3-diCl-phonyl)CH2-, (2,4 diCl-phenyl)CH2-,
    (2.5-diCl-phenyl)CH2, (2,6-diCl-phenyl)CH2-,
    (3,4-diCl-phenyl)CH2-, (3,5-diCl-phenyl)CH2-,
    (3 F-4-Cl-phenyl)CH2-, (3-F-5-Cl-phenyl)CH2-,
    (3-C1-4-F-phenyl)CH2-, phenyl-CH2CII2-,
    (2-F-phenyl)CH2CH2-, (3-F-phenyl)CH2CH2,
    (4-F-phenyl)CH2CH2-, (2-Cl-phenyl)CH2CH2-,
    (3-Cl phenyl)CH2CH2-, (4-Cl-phenyl)CH2CH2-,
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(2,3-dif-phenyl)CH2CH2-, (2,4-dif-phenyl)CH2CH2-,
   (2.5 diF-phenyl)CH2CH2-, (2,6-diF-phenyl)CH2CII2-,
   (3,4 diF-phenyl)CH2CH2-, (3,5-diF-phenyl)CH2CH2-,
   (2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-,\\
   (2,5-diCl-phenyl)CH2CH2-, (2,6-diCl-phenyl)CH2CH2-,
   (3,4-diCl-phenyl)CH2CH2-, (3,5-diCl-phonyl)CH2CH2-,
   (3-F-4-Cl-phenyl)CII2CH2-, or (3-F-5 Cl phenyl)CH2CH2-,
R<sup>5</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,
   -CH(CH3)CII2CH3, -CH2CH(CH3)2, -CH2C(CH3)3,
   \hbox{-CII}_2\hbox{CH}_2\hbox{CH}_2\hbox{CH}_2\hbox{CH}_3, \hbox{-CH}(\hbox{CH}_3)\hbox{CH}_2\hbox{CH}_2\hbox{CH}_3, \hbox{-CH}_2\hbox{CH}(\hbox{CII}_3)\hbox{CII}_2\hbox{CH}_3.
    -CII2CH2CH(CH3)2, CH(CH2CH3)2, -CH2CF3, -CH2CH2CF3,
    -CH2CH2CH2CF3, -CH2CH2CH2CH2CF3, -CH=CH2, -CH2CH=CH2,
    -CH-CHCH3, cis-CH2CH=CH(CH3), trans-CH2CH=CH(CH3),
    trans-CH2CH=CH(C6H5), -CH2CH=C(CH3)2, cis-CH2CH=CHCH2CH3,
    trans-CH2CH=CHCH2CH3, cis-CH2CH2CH=CH(CH3),
    trans-CH2CH2CH=CH(CH3), trans-CH2CH-CHCH2(C6H5),
    -C=CH, -CH2C=CII, -CU2C=C(CH3), -CH2C=C(C6H5),
    -CII2CII2C=CH. -CH2CH2C=C(CH3). -CH2CH2C=C(C6H5).
    -<del>C□CH, -CH2C□CH, -CH</del>2C□C(CH<del>2), -CH</del>2<del>C□C(C6H</del>5),
    -CH2CH2CECH, -CH2CH2CEC(CH3),-CH2CH2CEC(C6H5),
    cyclopropyl-CH2, cyclobutyl-CH2-, cyclopentyl-CH2-,
    cyclohexyl-CH2-, (2-CH3-cyclopropyl)CH2-,
    (3-CH3-cyclobutyl)CH2-,
    cyclopropyl-CH2CH2-, cyclobutyl-CH2CH2-,
    cyclopentyl-CH2CH2-, cyclohexyl-CH2CH2-,
    (2-CH3-cyclopropyl)CII2CII2-, (3-CH3-cyclobutyl)CH2CH2-,
    phenyl-CH2-, (2-F-phenyl)CH2-, (3 F-phenyl)CH2-,
    (4-F-phonyi)CH2-, furanyl CH2-, thienyl-CH2-,
    pyridyi CH2-, 1-imidazolyl-CH2-, oxazolyl-CH2-,
    isoxazolyl-CH2-,
    phenyl-CH2CH2-, (2-F-phenyl)CH2CII2-, (3-F-phenyl)CH2CH2-,
    (4-F-phenyl)CH2CH2-, furanyl-CH2CH2, thienyl-CH2CH2-,
    pyridyl CH2CH2-, 1-imidazolyl-CH2CH2-, oxazolyl-CH2CH2-,
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isoxazolyl-CH2CH2;

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, or allyl;

p. 10. is. II., methyl, ethyl, phenyl, benzyl, phenethyl,

4. F. phenyl, (4. F. phenyl)CH2., (4. F. phenyl)CH2CH2.,

4. Cl. phenyl, (4. Cl. phenyl)CH2., (4. Cl. phenyl)CH2CH2.,

4. CH3. phenyl, (4. CH3. phenyl)CH2., (4. CH3. phenyl)CH2CH2.,

4. CF3. phenyl, (4. CF3. phenyl)CH2., or

(4. CF3. phenyl)CH2CH2.;

R11, at each occurrence, is independently selected from
H, [[=O]], methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH2-, (4-F-phenyl)CH2CH2-,
3-F-phenyl, (3-F-phenyl)CH2-, (3-F-phenyl)CH2CH2-,
2-F-phenyl, (2-F-phenyl)CH2-, (2-F-phenyl)CH2CH2-,
4-Cl-phenyl, (4-Cl-phenyl)CH2-, (4-Cl-phenyl)CH2CH2-,
3-Cl-phenyl, (3-Cl-phenyl)CH2-, (3-Cl-phenyl)CH2CH2-,
4-Cl13-phenyl, (4-CH3-phenyl)CH2-, (4-CH3-phenyl)CH2CII2-,
3-CH3-phenyl, (3-CH3-phenyl)CH2-, (3-CH3-phenyl)CII2CH2-,
4-CF3-phenyl, (4-CF3-phenyl)CH2-, (4-CF3-phenyl)CII2CH2-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R<sup>13</sup>, at each occurrence, is independently selected from H, F, Cl, OII, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, or -CF<sub>3</sub>.

11. (PREVIOUSLY AMENDED) A compound according to Claim 2 selected from:

(2R,3S) N1-[1,3-dihydro-1-methyl 2 oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl) 3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin 3 yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

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(2R,3S) N1-[(3S) 1,3-dihydro-1-methyl-2-uxn-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3 allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-hutanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo 5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butancdiamide;

(2R,3S) N1-[(3S)-1,3-dihydro 1-methyl-2-oxo-5-phenyl-2H-1,4-henzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl butanediamide;

(2R.3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yf]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dillydro-1-methyl-2-oxo-5-phenyl 2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-propyl-butancdiamide;

(2R) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-herrzuxdiazepin-3-yl]-2-methyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2 (2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5 phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-axo-5-phenyl-7-chloro-2II-1,4-bcnzodiazcpin-3-yl] 2 (2-methylpropyl)-3-allyl-butanediamide;

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(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-uxo-5-phenyl-7-chloro-2H 1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dillydro-1-methyl-2-oxo-5 (2 fluorophenyl)-7-chloro-2H-1,4-bcnzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro 1 methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-henzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butmediamide;

(2S,3S) N1-[1,3-diliydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butancdiamide;

(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2II-1,4-bcnzodiazepin 3-yl]-2-(2-methylpropyl)-3 propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydm-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5 (4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-nxa-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2II-1,4-bcnzodiazcpin-3-yl] 2 (2-methylpropyl)-3-allyl-butanediamide;

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(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-hutanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl 2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3 yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phonylamino)-2H 1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-hutanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1,4-bcnzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3 dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4 yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo 5 phenyl-7-methoxy-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2II-1,4-benzodiazepin 3 yl]-2-(2-methylpropyl)-3-allyl-butanexiiamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopropylmethyl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-flurmphenyl)-2II-1,4-benzodiazepin-3-yl]-2-(2 methylpropyl)-3-allyl-butanezitamide;

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(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzudiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

 $(2R,3S) \ N1-[(3R)-1,3-dihydro-1\ methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;$ 

(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-phenyl-2II-1,4-bcnzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-mcthyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2II-1,4-benzodiazepin-3-yl]-2 (2 methylpropyl)-3-(3-buten-1-yl)-butanediamide;

 $\label{eq:condition} \begin{minipage}{0.9\textwidth} $(2R,3S)$ N1-{(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)} $2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanodiamide; \end{minipage}$ 

(2R,3S) N1-[1,3-tlihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro 1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-0x0-5-(4-trifluoromethylphonyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-mcthyl-2-oxo-5-(4 trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-nxn-5-(4-trifluoromethylphonyl)-2II-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butancdiamide;

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(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl) 3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butancdiamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzudiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[bonzyl]-butanediamide;

(2R,3S) N1-[1,3 dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazcpin-3-yl]-2-(2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4 benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-hutanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl 2-oxo-5-(2-methylpropyl)-2H-1,4-henzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-axa-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butznediamide;

(2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phonyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butancdiamide;

(2R,3S) N1-[1,3-dihydro 1-propyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-mcthylpropyl)-3 allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2II-1,4-benzodiazepin-3-yl]-2 (2 methylpropyl)-3-allyl-butanediamide; and

(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-butanediamide.

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# 12. (PREVIOUSLY AMENDED) A compound, according to Claim 1, of Formula (Ia"):

от a pharmacontically acceptable salt thereof, wherein:

Z is C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkeryl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkynyl substituted with 1-3 R12;

C6-C10 aryl substituted with 0-4 R12b;

C3-C10 carbocycle substituted with 0-4  $R^{12b}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b;

provided, when R<sup>13</sup> is H,
then Z is C4-C8 alkyl substituted with 1-3 R<sup>12</sup>;
C2-C4 alkenyl substituted with 1-3 R<sup>12</sup>; or
C2-C4 alkynyl substituted with 1-3 R<sup>12</sup>.

## 13. (PREVIOUSLY AMENDED) A compound according to Claim 12 of Formula (Ia")

(Ia")

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or a pharmacentically acceptable salt thereof, wherein:

 $K^3$  is  $(CR^7R^{7a})_n$ - $R^4$ ,  $-(CR^7R^{7a})_n$ -S- $(CR^7R^{7a})_m$ - $R^4$ ,  $-(CR^7R^{7a})_n$ -O- $(CR^7R^{7a})_m$ - $R^4$ , or  $-(CR^7R^{7a})_n$ - $N(R^{7b})$ - $(CR^7R^{7a})_m$ - $R^4$ ;

n is 0, 1, or 2;

m is 0, 1, or 2;

R3a is H, OH, methyl, ethyl, propyl, butyl, methoxy, cthoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H, OH, OR 14a,

C1-C6 alkyl substituted with 0-3 R4a,

C2-C6 alkenyl substituted with 0-3 R4a,

C2-C6 alkynyl substituted with 0-3 R4a,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0.3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

R4a, at each occurrence, is independently selected from H, F, Cl, Br, L CF3,

C3-C10 carbocycle substituted with 0-3 R<sup>4b</sup>,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

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R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R<sup>5</sup> is H. OR<sup>14</sup>:

C1-C6 alkyl substituted with 0-3 R5b;

C1-C6 alkoxy substituted with 0 3 R5b;

C2-C6 alkerryl substituted with 0-3 R5h;

C2-C6 alkynyl substituted with 0-3 K5h;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>52</sup> is II or C<sub>1</sub>-C<sub>4</sub> alkyl;

R5b, at each occurrence, is independently selected from:

H, C1-C6 alkyl, CF3, OR14, Cl, F, Br, I, =0, CN, NO2, NR15R16;

C3 C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R5c.

R<sup>5C</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR <sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCII<sub>3</sub>, S(=O)CH<sub>3</sub>, S(-O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R6 is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from II, OII, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl, and C<sub>1</sub>-C<sub>4</sub> alkyl;

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R7a, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, CF3, and C1-C4 alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

#### Ring B is selected from

$$R^{13}$$
  $R^{13}$  and  $R^{10}$   $R^{13}$ 

 ${
m R}^{10}~{
m is}~{
m H,}~{
m C(-O)}{
m R}^{17}, {
m C(-O)}{
m OR}^{17}, {
m C(-O)}{
m NR}^{18}{
m R}^{19},$ S(-O)2NK18R19, S(-O)2R17;

 $C_1$ - $C_6$  alkyl optionally substituted with 0-2 R  $^{10a}$ ;

C6-C10 aryl substituted with 0-4 R10b;

 $C_3$ - $C_{10}$  carbocycle substituted with 0-3  $R^{10b}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrugen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R10b;

R10a, at each occurrence, is independently selected from H, C1-C6 alkyl, OR14, Cl, F, Br, I, =O, CN, NO2, NR15R16, CF3, or phenyl substituted with 0-4 R10b;

R10b, at each occurrence, is independently selected from H, OH, C1 C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2, NR15R16, or CF3;

R11, at each occurrence, is independently selected from

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H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;

C3-C10 carbocycle substituted with 0-3 R<sup>11b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R11b;

 $R^{11a}$ , at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =0, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R11b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1 C4 haloalkoxy;

Z is C1-C6 alkyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkenyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkynyl substituted with 1-3 R<sup>12</sup>;

C6-C10 aryl substituted with 0-4 R12b;

C3-C10 carbocycle substituted with 0 4 K12b; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R 12b.

R12, at each occurrence, is independently selected from

C6-C10 aryl substituted with 0-4 R 12b;

C3-C10 carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing I to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R 12b;

R 12b, at each occurrence, is independently selected from

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H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  $NR^{15}R^{16}$ , CF<sub>3</sub>, acetyl, SCII<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)2CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> baloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from II, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R14 is II, phonyl, benzyl, C1-C6 alkyl, or C2-C6 alkoxyalkyl;

R14a is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R15, at each occurrence, is independently selected from H, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(-O)-, and (C1-C6 alkyl) S(=O)2-;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>17</sup> is II, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17</sup>a, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17</sup>a;

R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF3, OCF3, SCH3, S(O)CH3, SO<sub>2</sub>CH3, -NH<sub>2</sub>, N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R18, at each occurrence, is independently selected from II, C1-C6 alkyl, phenyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(-O)2-; and

R19, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(-O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)2-;

provided, when  $R^{13}$  is II,

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then Z is C4-C6 alkyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkenyl substituted with 1-3 R<sup>12</sup>; or

C2-C4 alkynyl substituted with 1-3 R<sup>12</sup>.

14. (PREVIOUSLY AMENDED) A compound according to Claim 13 of Formula (Ia")

or a pharmacentically acceptable salt thereof, wherein:

 $R^3$  is -(CHR<sup>7</sup>)n-R<sup>4</sup>,

n is 0 or 1;

R<sup>3</sup>a is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H, OH, OR14a,

C1-C4 alkyl substituted with 0-2 R4a,

C2-C4 alkenyl substituted with 0-2 R43,

C2-C4 alkynyl substituted with 0-1 R4a,

C3-C6 carbocycle substituted with 0-3 R4b,

 $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

 $R^{4a}$ , at each occurrence, is independently selected from H, F, Cl, Br, I, CF3, C3-C6 carbocycle substituted with 0-3  $R^{4b}$ ,

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phenyl substituted with 0 3 R4b, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,
oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 03 R4b;

R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR 15R 16, CF<sub>3</sub>, acctyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)2CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkyr,

R5 is H, OR14:

C1-C4 alkyl substituted with 0-3 R5b;

C2-C4 alkonyl substituted with 0-3 R5b;

C2-C4 alkynyl substituted with 0-3 R5b;

R<sup>5a</sup> is H. methyl, ethyl, propyl, or butyl;

R<sup>5b</sup>, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF3, OR<sup>14</sup>, Cl, F, Br, I, =0;

C3-C6 carbocycle substituted with 0-3 R<sup>5c</sup>;

phonyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,

oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>50</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(-0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

Rh is H:

R7, at each occurrence, is independently selected from H, F, CF3, methyl, and ethyl;

Ring B is selected from

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 $R^{10}$  is H, C(=0) $R^{17}$ , C(=0) $OR^{17}$ ;

C1-C4 alkyl optionally substituted with 0-1 R10a;

phenyl substituted with 0-4 R10b;

C3-C6 carbocycle substituted with 0-3 R 10b; or

5 to 6 membered heterocycle containing 1 to 4 heterozoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R10h.

 $R^{10a}$  is selected from H, C1-C4 alkyl, OR<sup>14</sup>, C1, F, Br, I, =0, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R10b, at each occurrence, is independently selected from H, OH, C1-C4 alkyl, C1-C3 alkoxy, C1, F, Br, I, CN, NO2, NR<sup>15</sup>R<sup>16</sup>, or CF3;

R11 is selected from

II,  $C_1$ - $C_4$  alkoxy,  $C_1$ , F,  $NR^{18}R^{19}$ ,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ,  $CF_3$ ;

C1-C6 alkyl optionally substituted with 0-3 R11a;

C6-C10 aryl substituted with 0-3 R11b;

C3-C6 carbocycle substituted with 0-3 R11b; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitragen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R11b.

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, -O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phonyl substituted with 0-3 R<sup>11b</sup>;

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- R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkey, C<sub>1</sub>-C<sub>3</sub> alkey, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;
- Z is C1-C4 alkyl substituted with 1-3 K<sup>12</sup>;
  - C2-C4 alkenyl substituted with 1 3 R12;
  - C2-C4 alkynyl substituted with 1-3 K12;
  - C6-C10 aryl substituted with 0-4 R12h;
  - C3-C6 carbocycle substituted with 0-4 R12h; or
  - 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b;
- R12, at each occurrence, is independently selected from
  - C6-C10 aryl substituted with 0-4 R12b;
  - C3-C6 carbocycle substituted with 0-4 R12b; or
  - 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;
- R<sup>12b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(¬O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>:
- R14 is H, phenyl, benzyl, C1-C4 alkyl, or C2-C4 alkoxyalkyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phonethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;
- R16, at each occurrence, is independently selected from H, OII, C1-C4 alkyl, benzyl, phenethyl,

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 $(C_1-C_4 \text{ alkyl})-C(-O)-$ , and  $(C_1-C_4 \text{ alkyl})-S(=O)_2-$ ;

 $R^{17}$  is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3  $R^{17a}$ , or -CH<sub>2</sub>-phenyl substituted by 0-3  $R^{17a}$ ;

R 17a is H, methyl, methoxy, -OH, F, Cl, CF3, or OCF3;

R18, at each occurrence, is independently selected from II, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R19, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R<sup>13</sup> is H,
then Z is butyl substituted with 1-3 R<sup>12</sup>;
C2 C4 alkenyl substituted with 1-3 R<sup>12</sup>; or
C2 C4 alkynyl substituted with 1-3 R<sup>12</sup>.

## 15. (Canceled)

16. (Previously Amended) A compound according to Claim 14 of Formula (Ic)

or a pharmaceutically aexeptable salt thereof

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wherein

 $\mathbb{R}^3$  is  $\mathbb{R}^4$ ,

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R4a is selected from

H, F, CF3,

C3-C6 carbocycle substituted with 0-3 R<sup>4b</sup>, phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, firanyl, thicnyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imitazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from II, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)2CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;
C<sub>2</sub> C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R5b is selected from:

H, methyl, ethyl, propyl, butyl, CF3, OR<sup>14</sup>, =0; C3-C6 carbocycle substituted with 0-2 R<sup>5c</sup>; phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from oldrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

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pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

## R11 is selected from

H. NR18R19, CF3;

C1-C4 alkyl optionally substituted with 0-1 R11a;

phenyl substituted with 0-3 R<sup>11b</sup>;

C3-C6 carbocycle substituted with 0-3 R<sup>11b</sup>; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R<sup>11a</sup> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;
- R11b, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;

Z is C1-C3 alkyl substituted with 1-3 R<sup>12</sup>;

C2-C3 alkenyl substituted with 1-3 R12;

C2-C3 alkynyl substituted with 1-3 R<sup>12</sup>;

C6-C10 aryl substituted with 0-4 R12b;

C3-C6 carbocycle substituted with 0-3 R<sup>12b</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

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pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- R12, at each occurrence, is independently selected from
  - C6-C10 aryl substituted with 0-4 R<sup>12b</sup>;
  - C3-C6 carbocycle substituted with 0-3 R<sup>12b</sup>; or
  - 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R12b, at each occurrence, is independently selected from H, OH, Cl, F, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CH3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;
- R14 is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)2-, and ethyl-S(=O)2-;
- R18, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl;

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provided, when R<sup>13</sup> is H, then Z is C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>; or C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>.

17. - 19.(Canceled)

20. (Currently Amended) A compound according to Claim 16, wherein:

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R<sup>3</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,
    -CH(CH3)2, -CH(CH3)CH2CH3, -CH2CH(CH3)2,
    -CH2CF3, -CH2CH2CF3, -CH2CH2CH2CF3,
    -CH=CH2, -CH2CH=CH2, -CH2C(CH3)=CH2,
    -CH2CH2CH=CH2,
    cis-CH2CH=CH(CH3),
    trans-CH2CH=CH(CH3),
    -C = CH, -CH_2C \cap CH, -CH_2C \cap C(CH_3),
    cyclopropyl-CH2-, cyclobutyl-CH2-, cyclopentyl-CH2-, cyclopropyl-
    CH2CH2-,
    cyclobutyl-CH2CH2-, cyclopentyl-CH2CH2-,
    cyclohexyl-CH2CH2-, phenyl-CH2-,
    (2-F-phenyl)CH2-, (3-F-phenyl)CH2-, (4-F-phenyl)CH2-,
    (2-Cl-phenyl)CH2-, (3-Cl-phenyl)CH2-, (4-Cl-phenyl)CH2-,
     (2,3-diF-phenyl)CH2-, (2,4-diF-phenyl)CH2-,
     (2,5-diF-phenyl)CH2-, (2,6-diF-phenyl)CH2-,
     (3,4-diF-phenyl)CH2-, (3,5-diF-phenyl)CH2-,
     (2,3-diCl-phenyl)CH2-, (2,4-diCl-phenyl)CH2-,
     (2,5-diCl-phenyl)CH2-, (2,6-diCl-phenyl)CH2-,
     (3,4-diCl-phenyl)CH2-, (3,5-diCl-phenyl)CH2-,
     (3-F-4-Cl-phenyl)CH2-, (3-F-5-Cl-phenyl)CH2-,
     (3-Cl-4-F-phenyl)CH2-, phenyl-CH2CH2-,
     (2-F-phenyl)CH2CH2-, (3-F-phenyl)CH2CH2-,
     (4-F-phenyl)CH2CH2-, (2-Cl-phenyl)CH2CH2-,
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(3-Cl-phenyl)CH2CH2-, (4-Cl-phenyl)CH2CH2-,
  (2,3-diF-phenyl)CH2CH2-, (2,4-diF-phenyl)CH2CH2-,
  (2,5-diF-phenyl)CH2CH2-, (2,6-diF-phenyl)CH2CH2-,
   (3,4-diF-phenyl)CH2CH2-, (3,5-diF-phenyl)CH2CH2-,
   (2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-,\\
   (2,5-diCl-phenyl)CH2CH2-, (2,6-diCl-phenyl)CH2CH2-,
   (3,4-diCl-phenyl)CH2CH2-, (3,5-diCl-phenyl)CH2CH2-,
   (3-F-4-Cl-phenyl)CH2CH2-, or (3-F-5-Cl-phenyl)CH2CH2-,
R<sup>5</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,
   -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,
    -CH2CH2CH2CH3, -CH(CH3)CH2CH2CH3, -CH2CH(CH3)CH2CH3,
    -CH2CH2CH(CH3)2, -CH(CH2CH3)2, -CH2CF3, -CH2CH2CF3,
    -CH2CH2CH2CF3, -CH2CH2CH2CH2CF3, -CH=CH2, -CH2CH=CH2,
    -CH=CHCH3, cis-CH2CH=CH(CH3), trans-CH2CH=CH(CH3),
    trans-CH2CH=CH(C6H5), -CH2CH=C(CH3)2, eis-CH2CH=CHCH2CH3,
    trans-CH2CH=CHCH2CH3, cis-CH2CH2CH=CH(CH3),
    trans-CH2CH2CH=CH(CH3), trans-CH2CH=CHCH2(C6H5),
    -C\squareCH, -CH<sub>2</sub>C\squareCH, -CH<sub>2</sub>C\squareC(CH<sub>3</sub>), -CH<sub>2</sub>C\squareC(C<sub>6</sub>H<sub>5</sub>),
    -CH2CH2C\squareCH, -CH2CH2C\squareC(CH3), -CH2CH2C\squareC(C6H5),
     cyclopropyl-CH2-, cyclobutyl-CH2-, cyclopentyl-CH2-,
     cyclohexyl-CH2-, (2-CH3-cyclopropyl)CH2-,
     (3-CH3-cyclobutyl)CH2-,
     cyclopropyl-CH2CH2-, cyclobutyl-CH2CH2-,
     cyclopentyl-CH2CH2-, cyclohexyl-CH2CH2-,
     (2-CH3-cyclopropyl)CH2CH2-, (3-CH3-cyclobutyl)CH2CH2-,
     phenyl-CH2-, (2-F-phenyl)CH2-, (3-F-phenyl)CH2-,
     (4-F-phenyl)CH2-, fluranyl-CH2-, thienyl-CH2-,
     pyridyl-CH2-, 1-imidazolyl-CH2-, oxazolyl-CH2-,
      isoxazolyl-CH2-,
      phenyl-CH2CH2-, (2-F-phenyl)CH2CH2-, (3-F-phenyl)CH2CH2-,
      (4-F-phenyl)CH2CH2-, furanyl-CH2CH2-, thienyl-CH2CH2-,
      pyridyl-CH2CH2-, 1-imidazolyl-CH2CH2-, oxazolyl-CH2CH2-,
      isoxazolyl-CH2CH2-;
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Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl,
   2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,
   2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,
    3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,
    2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,
    3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,
    3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,
    3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,
    4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,
    2-CF3O-phenyl, 3-CF3O-phenyl, 4-CF3O-phenyl,
    furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
        4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,
    cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
        N-piperidinyl,
     phenyl-CH2-, (2-F-phenyl)CH2-, (3-F-phenyl)CH2-,
    (4-F-phenyl)CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-, (2,3-diF-
           phenyl)CH2-,
     (2,4-diF-phenyl)CH2-, (2,5-diF-phenyl)CH2-,
     (2,6-diF-phenyl)CH2-, (3,4-diF-phenyl)CH2-,
     (3,5-diF-phenyl)CH2-, (2,3-diCl-phenyl)CH2-,
     (2,4-diCl-phenyl)CH2-, (2,5-diCl-phenyl)CH2-,
     (2,6-diCl-phenyl)CH2-, (3,4-diCl-phenyl)CH2-,
     (3,5-diCl-phenyl)CH2-, (3-F-4-Cl-phenyl)CH2-,
     (3-F-5-Cl-phenyl)CH2-, (3-Cl-4-F-phenyl)CH2-,
     (2-MeO-phenyl)CH2-, (3-MeO-phenyl)CH2-,
      (4-MeO-phenyl)CH2-, (2-Me-phenyl)CH2-,
      (3-Me-phenyl)CH2-, (4-Me-phenyl)CH2-,
      (2-MeS-phenyl)CH2-, (3-MeS-phenyl)CH2-,
      (4-MeS-phenyl)CH2-, (2-CF3O-phenyl)CH2-,
      (3-CF3O-phenyl)CH2-, (4-CF3O-phenyl)CH2-,
      (furanyl)CH2-,(thienyl)CH2-, (pyridyl)CH2-,
      (2-Me-pyridyl)CH2-, (3-Me-pyridyl)CH2-,
      (4-Me-pyridyl)CH2-, (1-imidazolyl)CH2-,
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(uxazolył)CH2-, (isoxazolyl)CH2-,
(cyclopropyl)CH2-, (cyclobutyl)CH2-, (cyclopentyl)CH2-,
 (cyclohexyl)CH2-, (N-piperidinyl)CH2-,
 phenyl-CH2CH2-, (phenyl)2CHCII2-, (2-F phenyl)CH2CH2-,
 (3-F-phenyl)CH2CH2-, (4-F-phenyl)CH2CH2,
 (2-Cl-phenyl)CH2CH2-, (3-Cl-phenyl)CH2CH2-,
 \hbox{(4-Cl-phenyl)CH$_2$CH$_2-, (2,3-diF-phenyl)CH$_2$CH$_2-,}\\
 (2,4-diF-phenyl)CH2CH2-, (2,5-diF-phenyl)CH2CH2-,
 (2.6-diF-phenyl)CH_2CII_2-, (3.4-diF-phenyl)CH_2CH_2-,
 (3,5-diF-phenyl)CH2CH2-, (2,3-diCl phenyl)CH2CH2-,
 (2,4-diCl-phenyl)CH2CH2-, (2.5 diCl-phenyl)CH2CH2-,
 (2,6-diCl-phenyl)CH2CII2-, (3,4-diCl-phenyl)CH2CH2-,
  (3,5-diCl-phenyl)CII2CH2-, (3 F-4-Cl-phenyl)CH2CII2-,
  (3-F-5-C1-phonyl)CH2CH2-, (3-C1-4-F-phonyl)CH2CH2-,
  (2-MeO-phenyl)CH2CH2, (3-MeO-phenyl)CH2CH2-,
  (4-McO-phonyl)CH2CH2-, (2-Me-phenyl)CH2CH2-,
  (3-Me-phenyl)CH_2CH_2-, (4-Me-phenyl)CH_2CII_2-,
  (2-MeS-phonyl)CH2CH2-, (3-MeS-phenyl)CH2CII2-,
  (4-McS-phonyl)CH2CH2-, (2-CF3O-phenyl)CH2CH2-,
  (3-CF3O-phenyl)CH2CH2-, (4-CF3O-phenyl)CH2CH2-, (furanyl)CH2CH2-
      ,(thicnyl)CH2CH2-, (pyridyl)CH2CH2-,
  (2-Me pyridyl)CH2CH2-, (3-Me-pyridyl)CH2CH2.
  (4-Me-pyridyl)CH2CH2-, (imidazolyl)CH2CH2-, (oxazolyl)CH2CH2-,
      (isoxazolyi)CH2CH2-, (cyclopropyl)CH2CH2-, (cyclobutyl)CH2CH2-,
      (cyclopentyl)CH2CII2-, (cyclohcxyl)CH2CH2-, or
      (N-piperidinyl)CH2CH2-;
R10 is H, methyl, ethyl, phenyl, benzyl, phenethyl.
   4 F phenyl, (4-F-phenyl)CH2-, (4-F-phenyl)CH2CH2-,
   4-C1-phenyl, (4-C1-phenyl)CII2-, (4-C1-phenyl)CH2CH2-,
   4-CH3-phonyl, (4-CH3-phonyl)CH2-, (4-CH3 phonyl)CH2CH2-,
   4-CF3-phenyl, (4-CF3-phenyl)CH2-, or
   (4-CF3 phenyl)CH2CH2-;
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- R<sup>11</sup>, at each occurrence, is independently selected from H, [[=O]], methyl, cthyl, phenyl, benzyl, phenethyl, 4-F-phenyl, (4-F-phenyl)CH2-, (4-F-phenyl)CH2CH2-, 3-F-phenyl, (3-F-phenyl)CH2-, (3-F-phenyl)CH2CH2-, 2-F-phenyl, (2-F-phenyl)CH2-, (2-F-phenyl)CH2CH2-, 4-Cl-phenyl, (4-Cl-phenyl)CH2-, (4-Cl-phenyl)CH2CH2-, 3-Cl-phenyl, (3-Cl-phenyl)CH2-, (3-Cl-phenyl)CH2CH2-, 4-CH3-phenyl, (4-CH3-phenyl)CH2-, (4-CH3-phenyl)CH2CH2-, 3-CH3-phenyl, (3-CH3-phenyl)CH2-, (3-CH3-phenyl)CH2CH2-, 4-CF3-phenyl, (4-CF3-phenyl)CH2-, (4-CF3-phenyl)CH2-, pyrid-2-yl, pyrid-3-yl, or pyrid-1-yl, and
- R13, at each occurrence, is independently selected from H, F, Cl, OH, -CH3, -CH2CH3, -OCII3, or -CF3.
- 21. (Canceled)
- 22. (Original) A pharmaceutical composition comprising a compound of Claim 1; and a pharmaceutically acceptable carrier.
- 23. (Previously Amended) A method for the treatment of Alzheimer's Disease comparising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.
- 24. (Canceled)
- 25. (Previously added) A compound according to Claim 4 of Formula (Ig):

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$$H_2N$$
 $R^3$ 
 $O$ 
 $R^5$ 
 $N$ 
 $N$ 
 $Z$ 
 $R^{13}$ 
 $R^{13}$ 

or a pharmaceutically acceptable salt thereof wherein:

R3 is R4.

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>, phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acctyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(-0)<sub>2</sub>ClI<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub>-C<sub>2</sub> haloslkyl, and C<sub>1</sub>-C<sub>2</sub> haloslkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R5b is selected from:

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H, methyl, cthyl, propyl, butyl, CF3, OR14, -O;
C3-C6 carbocycle substituted with 0-2 R5c;
phenyl substituted with 0-3 R5c; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R5c; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C<sub>1</sub> C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>;

C1-C4 alkyl optionally substituted with 0 1 R<sup>10a</sup>;

phenyl substituted with 0-4 R<sup>10b</sup>;

C3-C6 corbocycle substituted with 0-3 R<sup>10b</sup>; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10h</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{10a}$  is selected from II, methyl, ethyl, propyl, butyl,  $OR^{14}$ , Cl, F, =0,  $NR^{15}R^{16}$ , CF3, or phenyl substituted with 0-4  $R^{10b}$ ;
- R10b, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR15R16, and CF3;

Z is II:

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>12a</sup>; C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>; U.S. Appl. No. 09/505,788
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- R12a, at each occurrence, is independently selected from H, OH, Cl, F, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, methyl, ethyl, propyl, butyl, methoxy, cthoxy, propoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF3;
- R14 is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)2-, and ethyl-S(=O)2-;
- $R^{17}$  is H, methyl, cthyl, propyl, butyl, methoxymethyl, cthoxymethyl, methoxyethyl, ethoxycthyl, phenyl substituted by 0-3  $R^{17a}$ , or .CH2-phenyl substituted by 0-3  $R^{17a}$ ;
- R17a is H, methyl, methoxy, -OII, F, Cl, CF3, or -OCF3;
- R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, hutyl, phenyl, benzyl, and phenethyl; and
- R19, at each occurrence, is independently selected from H, methyl, and ethyl.
- 26. (Previously added) A compound according to Claim 14 of Ponnula (1g):

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or a pharmacentically acceptable salt thereof wherein:

 $R^3$  is  $R^4$ ,

R<sup>4</sup> is C<sub>1</sub> C<sub>4</sub> alkyl substituted with 0-1 R<sup>4a</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>4a</sup>, or

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>4a</sup>;

R4a is selected from

H, F, CF3,

C3 C6 carbocycle substituted with 0-3 K<sup>4b</sup>, phenyl substituted with 0-3 K<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, finanyl, thicnyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from II, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)2CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propuxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>5b</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>;

R5b is selected from:

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H, methyl, ethyl, propyl, butyl, CF3, OR14, =O; C3-C6 carbocycle substituted with 0-2 R5c; phenyl substituted with 0-3 R5c; or

- 5 to 6 membered heterocycle containing 1 to 4 heterostoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0 3 R5c, wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R5c, at each occurrence, is independently selected from H, OH, Cl, F, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(-O)2CII3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C1 C2 haloalkyl, and C1-C2 haloalkoxy;

 $R^{10}$  is H, C(=0) $R^{17}$ , C(=0) $OR^{17}$ ; C1-C4 alkyl optionally substituted with 0-1 R 10a; phonyl substituted with 0-4 R 10b; C3-C6 carbocycle substituted with 0-3  $R^{10b}$ ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen. oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with U-3 R10b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl. pyrimidinyl, triazinyl, furanyl, thicnyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl,
- R<sup>10a</sup> is selected from II, methyl, ethyl, propyl, butyl, OR<sup>14</sup>, Cl, F, =0, NR<sup>15</sup>R<sup>16</sup>, CF3, or phenyl substituted with 0-4 R10b;
- R10b, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C1, F, NR<sup>15</sup>R<sup>16</sup>, and CF3;

Z is C1-C3 alkyl substituted with 1-3 R 12; C2-C3 alkenyl substituted with 1-3 R12; C2-C3 alkynyl substituted with 1-3 R12;

C6 C10 aryl substituted with 0-4 R12b;

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- C3-C6 carbocycle substituted with 0-3 R12b; or
- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thicnyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R12, at each occurrence, is independently selected from
  - C6-C10 aryl substituted with 0-4 R12b;
  - C3-C6 carbocycle substituted with 0-3 R12b; or
  - 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R12b, at each occurrence, is independently selected from II, OH, Cl. F, NR15R16, CF3, acetyl, SCII3, S(=O)CH3, S(=O)2CH3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;
- R14 is II, phonyl, benzyl, methyl, ethyl, propyl, or hutyl,
- R15, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl,
- R16, at each occurrence, is independently selected from

  H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)2-, and ethyl-S(=0)2-;
- $\kappa^{17}$  is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, ethoxyethyl,

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phonyl substituted by 0-3 R 17a, or CH2-phenyl substituted by 0-3 R 17a;

R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF3, or OCF3;

R18, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phonyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when  $R^{13}$  is II, then Z is C2-C3 alkenyl substituted with 1-3  $R^{12}$ ; or C2-C3 alkynyl substituted with 1-3  $R^{12}$ .

- (Previously Added) A pharmaceutical composition comprising a compound according to Claim 2 and a pharmaceutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to Claim 3 and a pharmaceutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to Claim 4 and a pharmaceutically acceptable carrier.
- 30. (Previously Added) A pharmaceutical composition comprising a compound according to Claim 6 and a pharmaceutically acceptable carrier.
- 31. (Canceled)
- 32. (Canceled)
- 33. (Previously Added) A pharmaceutical composition comprising a compound according to Claim 11 and a pharmaceutically acceptable carrier.

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- 34. (Canceled)
- (Previously Added) A pharmaccutical composition comprising a compound according to Claim 13 and a pharmaccutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to
   Claim 14 and a pharmaceutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to
   Claim 16 and a pharmaceutically acceptable carrier.
- 38. (Canceled)
- (Previously Added) A pharmaceutical composition comprising a compound according to
   Claim 20 and a pharmaceutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to Claim 25 and a pharmaceutically acceptable carrier.
- (Previously Added) A pharmaceutical composition comprising a compound according to
   Claim 26 and a pharmaceutically acceptable carrier.
- 42. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2.
- 43. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 3.
- 44. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4.

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45. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 6.

## 46.- 47. (Canceled)

- 48. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 11.
- 49. (Canceled)
- 50. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 13.
- 51. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a bost in need of such treatment a therapeutically effective amount of a compound of Claim 14.
- 52. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 16.
- 53. (Canceled)
- 54. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 20.
- 55. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a fact in need of such treatment a therapeutically effective amount of a compound of Claim 25.

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- 56. (Previously Added) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 26.
- 57. (NEW) A compound according to Claim 2 of Formula (Ia)

or a pharmaceutically acceptable sait thereof, wherein:

$$\begin{array}{c} R^3 \text{ is } -(CR^7R^{7a})_{n}-R^4, \\ -(CR^7R^{7a})_{n}-S-(CR^7R^{7a})_{m}-R^4, \\ -(CR^7R^{7a})_{n}-O-(CR^7R^{7a})_{m}-R^4, \text{ or } \\ -(CR^7R^{7a})_{n}-N(R^{7b})-(CR^7R^{7a})_{m}-R^4; \end{array}$$

n is 0, 1, or 2;

m is 0, 1, or 2;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 $R^4$  is H, OH, OR  $^{14a}$ ,

C1-C6 alkyl substituted with 0-3 R42,

C2 C6 alkenyl substituted with 0-3 R48,

C2-C6 alkynyl substituted with 0-3 R4a,

C3 C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

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5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0.3 R4b;

R4a, at each occurrence, is independently selected from II, F, Cl, Br, I, CF3,

C3-C10 carbocycle substituted with 0-3 R4b,

Ch-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0 3 R4b;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OII, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub> C<sub>4</sub> haloalkoxy,

## R5 is H, OR14;

C1-C6 alkyl substituted with 0-3 R5b;

C1-C6 alkoxy substituted with 0-3 R5b;

C2-C6 alkerryl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0 3 R5b;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 hotoroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>:

R<sup>5a</sup> is H or C1-C4 alkyl;

R5b, at each occurrence, is independently selected from:

H, C1 C6 alkyl, CF3, OR14, Cl, F, Br, I, -O, CN, NO2, NR15R16;

C3 C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

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5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, anygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R5c, at each occurrence, is independently selected from H, OH, Cl, F, Br, L, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R6 is H methyl, or ethyl;

R7, at each occurrence, is independently selected from H, OII, Cl, F, Br, I, CN, NO2, CF3, phenyl and C1-C4 alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R7b is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is

R11, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(=O)OR<sup>17</sup>, C(=O)NR<sup>18</sup>R<sup>19</sup>, S(=O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>; C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>; C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>; C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or

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- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R11b;
- R11a, at each occurrence, is independently selected from II, C1-C6 alkyl, OR14, C1, F, Br, I, =0. CN, NO2, NR15R16, CF3, or phenyl substituted with 0-3 R11b;
- R<sup>11h</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCII<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

Z is H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>12a</sup>; C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>; or C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

- R<sup>12a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, L CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)2CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;
- R13, at each occurrence, is independently selected from H, OII, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2, NR15R16, and CF3;

R14 is II, phonyl, benzyl, C1-C6 alkyl, or C2-C6 alkoxyalkyl;

R14a is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

- R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;
- R16, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-;

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R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

R<sup>17a</sup> is H. methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R18, at each occurrence, is independently selected from II, C1-C6 alkyl, phenyl, benzyl, phencthyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-; and

R<sup>19</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl) S(=O)<sub>2</sub>-.

58. (NEW) A compound according to Claim 2 of Formula (Ia)

or a pharmaceutically acceptable salt thereof, wherein:

 $\begin{array}{c} R^3 \text{ is -}(CR^7R^{7a})_{n}\text{-}R^4, \\ -(CR^7R^{7a})_{n}\cdot\text{S-}(CR^7R^{7a})_{m}\text{-}R^4, \\ -(CR^7R^{7a})_{n}\text{-}O\text{-}(CR^7R^{7a})_{m}\text{-}R^4, \text{ or } \\ -(CR^7R^{7a})_{n}\text{-}N(R^{7b})\text{-}(CR^7R^{7a})_{m}\text{-}R^4; \end{array}$ 

n is 0, 1, or 2;

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m is 0, 1, or 2;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H, OH, OR14a,

C1-C6 alkyl substituted with 0-3 R42,

C2-C6 alkenyl substituted with 0-3 R4a,

C2-C6 alkynyl substituted with 0-3 R4a,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R<sup>42</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF3,

C3-C10 carbocycle substituted with 0-3 R4b,

 $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)2CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;

C1-C6 alkyl substituted with 0-3 R5h;

C1-C6 alkoxy substituted with 0-3 R5b;

C2-C6 alkenyl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0-3 R5b;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

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5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R5c:

R5a is H or C1-C4 alkyl;

R5b, at each occurrence, is independently selected from:

H, C1-C6 alkyl, CF3, OR14, Cl, F, Br, I, =0, CN, NO2, NR15R16;

C3 C10 carbocycle substituted with 0.3  $R^{5c}$ ;

C6 C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0.3 R<sup>5c</sup>;

R5c, at each occurrence, is independently selected from H, OII, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R6 is H, methyl, or ethyl;

R7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, CF3, phenyl and C1-C4 alkyl;

 $R^{7a}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, CF3, and C1-C4 alkyl;

 $R^{7b}$  is independently selected from H, methyl, cthyl, propyl, and butyl;

Ring B is

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 $R^{10}$  is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>,

 $S(=0)_2NR^{18}R^{19}$ ,  $S(=0)_2R^{17}$ ;

C1-C6 alkyl optionally substituted with 0-2 R10a;

C6-C10 aryl substituted with 0-4 R10h;

 $C_3\text{-}C_{10}$  carbocycle substituted with 0-3  $R^{10b}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R10b;

R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, -O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

R10b, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy, C1, F, Br, I, CN, NO2, NR15R16, or CF3;

Z is H.

C1-C6 alkyl substituted with 0-3 R12a;

C2-C4 alkenyl substituted with 0 3 R12a; or

C2-C4 alkynyl substituted with 0 3 K12a;

R12a, at each occurrence, is independently selected from

H, OII, Cl. F, Br, I, CN, NO2, NR15R16, CF3, MIETY, SCII3, S(=U)CH3, S(=O)2CH3,

C1 C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from

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H, OII, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO2,  $NR^{15}R^{16}$ , and CF3;

R14 is H, phonyl, benzyl, C1-C6 alkyl, or C2-C6 alkoxyalkyl;

R14a is H, plumyl, benzyl, methyl, ethyl, propyl, or hutyl;

R15, at each occurrence, is independently selected from H, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=0)-, and (C1-C6 alkyl)-S(=0)2;

R16, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(-O), and (C1-C6 alkyl)-S(-O)2-;

 $m R^{17}$  is H, C1-C6 alkyl, C2-C6 alkoxyalkyl, aryl substituted by 0-4  $\rm R^{17a}$ , or -CH2-aryl substituted by 0-4  $\rm R^{17a}$ ;

R17a is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF3, OCF3, SCH3, S(O)CH3, SO2CH3, -NH2, -N(CH3)2, or C1-C4 haloalkyl;

R18, at each occurrence, is independently selected from H, C1-C6 alkyl, phenyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1 C6 alkyl)-S(=O)2-; and

R19, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, phenyl, benzyl, phenethyl. (C1-C6 alkyl) C(=0)-, and (C1-C6 alkyl)-S(=0)2-.

59. (NEW) A compound according to Claim 12 of Formula (Ia")

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(Ta")

or a pharmaceutically acceptable salt thereof, wherein:

 $\begin{array}{ll} R^3 \text{ is -} (CR^7R^{7a})_{n}\text{-}R^4, \\ -(CR^7R^{7a})_{n}\text{-}S\text{-}(CR^7R^{7a})_{m}\text{-}R^4, \\ -(CR^7R^{7a})_{n}\text{-}O\text{-}(CR^7R^{7a})_{m}\text{-}R^4, \text{ of } \\ -(CR^7R^{7a})_{n}\text{-}N(R^{7b})\text{-}(CR^7R^{7a})_{m}\text{-}R^4; \end{array}$ 

n is 0, 1, or 2;

m is 0, 1, or 2;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H, OII, OR14H,

C1 C6 alkyl substituted with 0-3 R4a,

C2-C6 alkenyl substituted with 0-3 R4a.

C2-C6 alkynyl substituted with 0-3 R4a,

C3-C10 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0.3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,

C3-C10 carbocycle substituted with 0-3 R<sup>4b</sup>, C6-C10 aryl substituted with 0-3 R<sup>4b</sup>, or

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5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R1b, CF3, acetyl, SCH3, S(-O)CH3, S(-O)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R<sup>5</sup> is H, OR 14;

C1-C6 alkyl substituted with 0-3 R5b;

C1-C6 alkoxy substituted with 0-3 R5b;

C2-C6 alkerryl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0-3 K5b;

C3-C10 carbonycle substituted with 0-3  $R^{5c}$ ;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R5a is H or C1-C4 alkyl;

R5b, at each occurrence, is independently selected from:

H. C1-C6 alkyl, CF3, OR14, Cl, F, Br, I, -O, CN, NO2, NR15R16;

C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R50; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R5c, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCII<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)2CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

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R6 is H, methyl, or ethyl;

R7, at each occurrence, is independently selected from II, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phonyl, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>72</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, CF3, and C1-C4 alkyl;

R7b is independently selected from H, methyl, ethyl, propyl, and butyl;

King B is

R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>,

 $S(-0)_2NR^{18}R^{19}, S(-0)_2R^{17};$ 

 $C_1\text{-}C_6$  alkyl optionally substituted with 0-2  $\mathbb{R}^{10a}$ ,

C6-C10 aryl substituted with 0-4 R 10b;

C3-C10 carbocycle substituted with 0-3 R<sup>10b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 k10b;

R<sup>10a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, L, =0, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-4 R<sup>10b</sup>;

 $R^{10b}$ , at each occurrence, is independently selected from H. OII, C1-C6 alkyl, C1-C4 alkoxy, Cl, F. Br, I, CN, NO2,  $NR^{15}R^{16}$ , or CF3;

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R<sup>11</sup>, at each occurrence, is independently selected from

H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, L, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(-O)R<sup>17</sup>, C(-O)OR<sup>17</sup>,

C(-O)NR<sup>18</sup>R<sup>19</sup>, S(-O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;

R11a, at each occurrence, is independently selected from II, C1-C6 alkyl, OR14, Cl, F, Br, I, =0, CN, NO2, NR15R16, CF3, or phenyl substituted with 0-3 R11b;

R11b, at each occurrence, is independently selected from H, OII, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(-0)2CII3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

Z is C1-C6 alkyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkenyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkynyl substituted with 1-3 R<sup>12</sup>;

C6-C10 aryl substituted with 0-4 R12b;

 $C_3$ - $C_{10}$  carbocycle substituted with 0-4  $R^{12b}$ ; or

5 to 10 membered beterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

 $\mathbb{R}^{12}$ , at each occurrence, is independently selected from

C6-C10 aryl substituted with 0-4 R12b;

C3-C10 carbocycle substituted with 0 4 R12b; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

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- R12b, at each occurrence, is independently selected from H, OII, Cl. F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;
- R14 is H, phenyl, benzyl, C1-C6 alkyl, or C2-C6 alkoxyalkyl;
- R 14a is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R15, at each occurrence, is independently selected from H, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1 C6 alkyl)-S(=O)2-;
- R16, at each occurrence, is independently selected from H, OH, C1 C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O)-, and (C1-C6 alkyl)-S(=O)2-;
- R<sup>17</sup> is H, C<sub>1</sub> C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17</sup>a, or -CH<sub>2</sub> aryl substituted by 0-4 R<sup>17</sup>a;
- R<sup>17a</sup> is H, mothyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;
- R18, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and
- R<sup>19</sup>, at each occurrence, is independently selected from H, OII, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(-O)<sub>2</sub>-;

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provided, when  $R^{13}$  is H, then Z is C4-C6 alkyl substituted with 1-3  $R^{12}$ ; C2-C4 alkenyl substituted with 1-3  $R^{12}$ ; or C2-C4 alkynyl substituted with 1-3  $R^{12}$ .

60. (NEW) A compound according to Claim 12 of Formula (Ia")

(Ta")

or a pharmaceutically acceptable sall thereof, wherein:

 $\begin{array}{l} R^3 \text{ is -}(CR^7R^{7a})_{n}\text{-}R^4, \\ -(CR^7R^{7a})_{n}\text{-}S\text{-}(CR^7R^{7a})_{m}\text{-}R^4, \\ -(CR^7R^{7a})_{m}\text{-}O\text{-}(CR^7R^{7a})_{m}\text{-}R^4, \text{ or } \\ -(CR^7R^{7a})_{n}\text{-}N(R^{7b})\text{-}(CR^7R^{7a})_{m}\text{-}R^4; \end{array}$ 

n is 0, 1, or 2;

m is 0, 1, or 2;

 $R^{3a}$  is H, OH, methyl, cthyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R<sup>4</sup> is H, OH, OR 14a,
C1-C6 alkyl substituted with 0-3 R<sup>4a</sup>,
C2-C6 alkenyl substituted with 0-3 R<sup>4a</sup>,

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C2-C6 alkynyl substituted with 0-3 R4a,

C3-C10 carbooycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,

C3 C10 carbocycle substituted with 0-3 R4h,

C6-C10 aryl substituted with 0-3 R4b, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4h</sup>;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R<sup>16</sup>, CF3, acetyl, SCII3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>;

C1-C6 alkyl substituted with 0 3 R5b

C1-C6 alkoxy substituted with 0 3 R5b;

C2-C6 alkenyl substituted with 0-3 R5b;

C2-C6 alkynyl substituted with 0-3 R5b;

C3-C10 carbocycle substituted with 0-3  $R^{5c}$ ;

C6-C10 anyl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>SC</sup>;

R<sup>5a</sup> is II or C1-C4 alkyl;

R55, at each occurrence, is independently selected from: H, C1-C6 alkyl, CF3, OR14, Cl, F, Br, 1, -O, CN, NO2, NR15R16;

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C3-C10 carbocycle substituted with 0-3 R5c;

C6-C10 aryl substituted with 0-3 R5c; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

R6 is H, methyl, or ethyl;

R<sup>7</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R7b is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is

R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(-O)R<sup>17</sup>, C(-O)OR<sup>17</sup>, C(-O)NR<sup>18</sup>R<sup>19</sup>, S(-O)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>; C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>;

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C6-C10 aryl substituted with 0 3 R11b;

C3-C10 carbucycle substituted with 0-3 R11b; or

5 to 10 membered heteroxycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R11b;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, -O, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R11b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=O)CH3, S(=O)2CH3, C1 C6 alkyl, C1-C4 alkoxy, C1-C4 haloalkyl, and C1-C4 haloalkoxy;

Z is C1-C6 alkyl substituted with 1-3 R 12;

C2-C4 alkenyl substituted with 1-3 R<sup>12</sup>,

C2-C4 alkynyl substituted with 1-3 R12;

C6-C10 aryl substituted with 0-4 R12b;

C3-C10 carbocycle substituted with 0-4 R12b; or

5 to 10 membered beterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered beterocycle is substituted with 0-3 R12b;

R12, at each occurrence, is independently selected from

C6-C10 aryl substituted with 0-4 R12b;

C3-C10 carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b;

R 12b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR 15R 16, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

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R13, at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy, C1, F, Br, I, CN, NO2, NR15R16, and CF3;

R14 is H, phenyl, benzyl, C1-C6 alkyl, or C2-C6 alkoxyalkyl;

R14a is H, phenyl, benzyl, methyl, cthyl, propyl, or butyl;

R15, at each occurrence, is independently selected from II, C1-C6 alkyl, benzyl, phenethyl, (C1-C6 alkyl)-C(=O), and (C1-C6 alkyl)-S(=O)2-;

R<sup>16</sup>, at each occurrence, is independently selected from H<sub>1</sub> OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(-O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl, aryl substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>-aryl substituted by 0-4 R<sup>17a</sup>;

R17a is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, L, CF3, OCF3, SCH3, S(O)CH3, SO2CH3, -NH2, -N(CH3)2, or C1-C4 haloalkyl;

R<sup>18</sup>, at each necurrence, is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, henzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-; and

R<sup>19</sup>, at each occurrence, is independently selected from II, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl) C(=O)-, and (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(=O)<sub>2</sub>-;

provided, when R<sup>13</sup> is H, then Z is C4-C6 alkyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkenyl substituted with 1-3 R<sup>12</sup>; or

C2-C4 alkynyl substituted with 1-3 R<sup>12</sup>.

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61. (NEW) A compound according to Claim 13 of Formula (Ia")

or a pharmacentically acceptable salt thereof, wherein:

R3 is (CHR7)n-R4,

n is 0 or 1;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R4 is H, OH, OR14a,

C1-C4 alkyl substituted with 0-2 R4a,

C2-C4 alkenyl substituted with 0-2 R4a,

C2-C4 alkynyl substituted with 0-1 R4a,

C3 C6 carbocycle substituted with 0 3 K4b,

C6-C10 aryl substituted with 0-3 R4h, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

R<sup>4s</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>, C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>, or

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5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

R<sup>4b</sup>, at each occurrence, is independently selected from II, OH, Cl. F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acctyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub> C<sub>2</sub> haloalkoxy;

R<sup>5</sup> is H, OR<sup>14</sup>:

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>5b</sup>; C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>5b</sup>; C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>5b</sup>;

R5a is H, methyl, ethyl, propyl, or butyl;

R5b, at each occurrence, is independently selected from:

II, methyl, ethyl, propyl, butyl, CF3, OR14. Cl, F, Br, I, =0;

C3-C6 carbocycle substituted with 0-3 R5c;

phenyl substituted with 0-3 R5c; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen,

oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R5c;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>.

NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy.

C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

K6 is H:

R7, at each occurrence, is independently selected from H, F, CF3, methyl, and ethyl;

Ring B is

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 $R^{10}$  is H, C(=0) $R^{17}$ , C(=0) $OR^{17}$ ;

C1-C4 alkyl optionally substituted with 0-1 R10a;

phenyl substituted with 0-4 R<sup>10b</sup>;

C3-C6 carbocycle substituted with 0-3 R 10b; or

5 to 6 membered heterocycle containing 1 to 4 heterostoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R 10b.

 $R^{10a}$  is selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, Cl, F, Br, I, =0, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phonyl substituted with 0-4 R<sup>10b</sup>;

R10b, at each occurrence, is independently selected from H, OH, C1-C4 alkyl, C1-C3 alkoxy, C1, F, Br, I, CN, NO2, NR15R16, or CF3;

Z is C1-C4 alkyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkenyl substituted with 1-3 R12;

C2-C4 alkynyl substituted with 1-3 R<sup>12</sup>;

C6-C10 aryl substituted with 0-4 R<sup>12b</sup>;

C3-C6 carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphin, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b;

R<sup>12</sup>, at each occurrence, is independently selected from C6-C10 aryl substituted with 0-4 R<sup>12b</sup>;

 $C_3$ - $C_6$  carbocycle substituted with 0-4  $R^{12b}$ ; or

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- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R12b;
- R12b, at each occurrence, is independently selected from H, OH, Cl, F, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1 C4 alkyl, C1 C3 alkoxy, C1-C2 haloalkyl, and C1 C2 haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;
- R14 is H, phenyl, benzyl, C1-C4 alkyl, or C2-C4 alkoxyalkyl;
- R<sup>15</sup>, at each occurrence, is independently selected from II, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(<del>-</del>O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(<del>-</del>O)<sub>2</sub>-;
- R16, at each occurrence, is independently selected from H, OH, C1-C4 alkyl, benzyl, phenethyl, (C1-C4 alkyl)-C(=O)-, and (C1-C4 alkyl)-S(=O)2-;
- R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, cthoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;
- R<sup>17a</sup> is II, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;
- R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, henzyl, and phenethyl; and
- R19, at each occurrence, is independently selected from H, methyl, and ethyl;

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provided, when  $R^{13}$  is H, then Z is butyl substituted with 1-3  $R^{12}$ ; C2-C4 alkenyl substituted with 1-3  $R^{12}$ ; or C2-C4 alkynyl substituted with 1-3  $R^{12}$ .

62. (NEW) A compound according to Claim 13 of Formula (Ia")

or a pharmaceutically acceptable sait thereof, wherein:

 $R^3$  is -(CHR<sup>7</sup>)<sub>n</sub>-R<sup>4</sup>,

n is 0 or 1;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, hutyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3 buten-1-yl;

 $R^4$  is H, OH,  $OR^{14a}$ ,

C1-C4 alkyl substituted with 0-2 R4a,

C2-C4 alkenyl substituted with 0-2 R42,

C2-C4 alkynyl substituted with 0-1 R<sup>4a</sup>,

C3-C6 carbocycle substituted with 0-3 R4b,

C6-C10 aryl substituted with 0-3 R4b, or

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5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R<sup>43</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,

C3-C6 carbocycle substituted with 0-3 R4b,

phenyl substituted with 0-3 R4b, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>:

R4b, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO2, NR15R16, CF3, acetyl, SCH3, S(=0)CH3, S(=0)2CH3, C1-C4 alkyl, C1-C3 alkoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;

R5 is H, OR14;

C1-C4 alkyl substituted with 0-3 R5b;

C2-C4 alkenyl substituted with 0-3 R5b;

C2-C4 alkynyl substituted with 0-3 R5b;

R5a is H, methyl, ethyl, propyl, or butyl;

R5b, at each occurrence, is independently selected from:

II, methyl, ethyl, propyl, butyl, CF3, OR14, Cl, F, Br, I, =0;

C3-C6 carbocycle substituted with 0-3 R5c;

phenyl substituted with 0-3 K5c; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R5c;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OII, Cl. F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(-O)<sub>2</sub>CII<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkyxy;

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R6 is H;

R7, at each occurrence, is independently selected from H, F, CF3, methyl, and ethyl;

Ring B is

R11 is selected from

H, C1-C4 alkoxy, Cl, F. NR<sup>18</sup>R<sup>19</sup>, C(=O)R<sup>17</sup>, C(-O)OR<sup>17</sup>, CF<sub>3</sub>;

 $C_1\text{-}C_6$  alkyl optionally substituted with 0-3  $R^{11a}$ ;

C6-C10 aryl substituted with 0-3 K11b;

C3-C6 carbocycle substituted with 0-3 R11b; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R11b;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, OR<sup>14</sup>, F, =O, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R11b, at each occurrence, is independently selected from H, OII, Cl, F, NR15R16, CF3, C1-C4 alkyl, C1-C3 alkoxy, C1-C2 haloalkyl, and C1-C2 haloalkoxy;

Z is C1-C4 alkyl substituted with 1-3 R<sup>12</sup>;

C2-C4 alkenyl substituted with 1-3 R 12;

C2-C4 alkynyl substituted with 1-3 R<sup>12</sup>;

C6 C10 aryl substituted with 0-4 R<sup>12b</sup>;

C3-C6 carbocycle substituted with 0-4 R12b; or

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- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R12b.
- R12, at each occurrence, is independently selected from

C6-C10 aryl substituted with 0-4 R12h;

C3-C6 carbocycle substituted with 0-4 R12b; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 k12b;

R<sup>12b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(-O)CII<sub>3</sub>, S(-O)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from II, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R14 is H, phenyl, benzyl, C1-C4 alkyl, or C2-C4 alkoxyalkyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, {C<sub>1</sub>-C<sub>4</sub> alkyl} C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(=O)<sub>2</sub>-;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>4</sub> alkyl, benzyl, phenethyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-C(=O)-, and (C<sub>1</sub>-C<sub>4</sub> alkyl)-S(-O)<sub>2</sub>-;

 $R^{17}$  is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, ethoxyethyl, ethoxyethyl, phenyl substituted by 0 3  $R^{17a}$ , or -CH2-phenyl substituted by 0-3  $R^{17a}$ ;

R17a is H, methyl, methoxy, -OH, F, Cl, CF3, or OCF3;

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- R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, bulyl, phenyl, benzyl, and phenethyl; and
- R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when  $R^{13}$  is H, then Z is butyl substituted with 1-3  $R^{12}$ ; C2-C4 alkerryl substituted with 1-3  $R^{12}$ ; or C2-C4 alkyrryl substituted with 1-3  $R^{12}$ .

- 63. (NEW) A pharmaceutical composition comprising a compound according to Claim 57 and a pharmaceutically acceptable carrier.
- 64. (NEW) A pharmaceutical composition comprising a compound according to Claim 58 and a pharmaceutically acceptable carrier.
- 65. (NEW) A pharmaceutical composition comprising a compound according to Claim 59 and a pharmaceutically acceptable carrier.
- 66. (NEW) A pharmaceutical composition comprising a compound according to Claim 60 and a pharmaceutically acceptable carrier.
- 67. (NEW) A pharmaceutical composition comprising a compound according to Claim 61 and a pharmaceutically acceptable carrier.
- 68.(NEW) A pharmaceutical composition comprising a compound according to Claim 62 and a pharmaceutically acceptable carrier.
- 69.(NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapentically effective amount of a compound of Claim 57.

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70.(NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 58.

71. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 59.

72. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 60,

73. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 61.

74.(NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 62.